

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Plan of Liquidation and Distribution including Written Consent of Sole Stockholder, Invensys Systems, Inc.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PACIFIC SIMULATION, INC.		03/26/2002	CORPORATION: IDAHO
RECEIVING PARTY DATA			
Name:	INVENSYS SYSTEMS, INC.		
Street Address:	101 FEDERAL STREET		
Internal Address:	CT CORPORATION SYSTEM		
City:	BOSTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2069534	WINGEMS	
Registration Number:	2137871	PACSIM	
Registration Number:	2067076	FACTNET	
CORRESPONDENCE DATA			
Fax Number:	(508)549-6295		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	508-659-6320		
Email:	nicole.linehan@foxboro.com		
Correspondent Name:	Nicole L. Linehan		
Address Line 1:	33 Commercial Street		
Address Line 2:	B51-2J		
Address Line 4:	Foxyboro, MASSACHUSETTS 020352099		
ATTORNEY DOCKET NUMBER:	PACSIM-ISI (METSO AUTO)		
NAME OF SUBMITTER:	Nancy E. Fonda		

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Total Attachments: 4

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WRITTEN CONSENT OF SOLE STOCKHOLDER
OF
PACIFIC SIMULATION, INC.

Pursuant to Title 13, Chapters 1 and 13, of
the Business Corporation Act of
The State of Idaho

The undersigned, being the sole stockholder entitled to vote of Pacific Simulation, Inc., an Idaho corporation (the "Corporation"), does hereby adopt the following resolutions by written consent to action pursuant to the Idaho Business Corporation Act:

RESOLVED, that Invensys Systems, Inc., being the sole stockholder of the Corporation entitled to vote, hereby elects to liquidate, wind up the affairs of and voluntarily dissolve the Corporation in accordance with the plan of complete liquidation and dissolution attached as Exhibit A to this Consent ("Plan of Complete Liquidation"); and be it further

RESOLVED, that the Plan of Complete Liquidation is hereby authorized and approved in all respects; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed (i) to prepare, sign, verify and deliver to the Secretary of State of the State of Idaho Articles of Dissolution pursuant to Title 30, Chapters 1 and 13 of the Idaho Code, and (ii) to prepare, sign and file with the Internal Revenue Service such documentation as may be required to ensure that the transactions contemplated by the Plan of

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Complete Liquidation qualify as a transaction described in Section 332 of the Internal Revenue Code of 1986, as amended; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to execute, deliver and file all such other instruments and documents and to take such other action in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such fees, taxes and expenses as in the judgment of the officer so acting may be necessary or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole stockholder of the Corporation entitled to vote, executed this Written Consent of Sole Stockholder as of the 26 day of March, 2002.

INVENSYS SYSTEMS, INC.

By:



John A. Spencer,
Its Vice President

PACIFIC SIMULATION, INC.

Plan of Complete Liquidation and Dissolution

1. Plan of Liquidation.

This Plan of Complete Liquidation and Dissolution (the "Plan") provides for the complete liquidation and dissolution of Pacific Simulation, Inc., an Idaho corporation (the "Corporation"), by providing for the distribution to its sole stockholder of its properties and assets of every description, real and personal. The liquidation and dissolution of the Corporation shall be effected in the manner provided in this Plan.

2. Payment of Liabilities. Adequate provision shall be made for the payment, satisfaction or discharge of all debts, liabilities and obligations of the Corporation.

3. Final Distribution.

After compliance with paragraph 2 hereof, the remaining assets of the Corporation shall be distributed to Invensys Systems, Inc., the sole stockholder of the Corporation, in complete liquidation, redemption and cancellation of, and in payment for, all of the outstanding shares of common stock of the Corporation. Invensys Systems, Inc. shall surrender its certificate or certificates representing such common stock, properly endorsed or accompanied by an executed stock power or other form of assignment, for cancellation upon receipt of the final distribution herein authorized.

4. Dissolution.

As soon as practicable following the final distribution provided in Paragraph 3 hereof, the officers of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Idaho on such date as the officers in their sole discretion shall determine.

5. Authorization to Execute and File Documents.

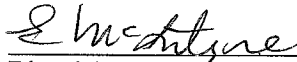
Each of the officers of the Corporation is authorized, empowered and directed to execute and file all agreements, assignments, bills of sale, certificates, stock powers, deeds, conveyances and other documents which they may deem necessary or advisable in order to carry out the purpose and intent of this Plan, including Articles of Dissolution under the laws of the State of Idaho, and any required returns with federal, state and local tax officials.

6. Authorization of Necessary Acts.

Each of the officers of the Corporation is authorized, empowered and directed to do any and all other things in the name and on behalf of the Corporation which each of them may deem necessary or advisable in order to carry out the purposes and intent of this Plan, including, without limitation, the qualification of the transaction contemplated hereby as a transaction described in Section 332 of the Internal Revenue Code of 1986, as amended. Each of the officers of the Corporation shall be held harmless by the Corporation for any action taken by such officer in good faith under this Plan, and any expense or liability so incurred by them shall be that of the Corporation.

PACIFIC SIMULATION, INC.

By:



Edward A. McIntyre,
Its Secretary